

BYLAWS OF THE LANDERHOLMSTEAD

Article I - DEFINITIONS

Section 1.01 Name: The “Corporation” shall mean: The Landerholmstead, its successors, and assigns.

Section 1.02 Board: The “Board” shall mean the Board of Directors of the Corporation.

Section 1.03 Directors: The “Directors” shall mean the individuals serving on the Board of Directors of the Corporation, including, but not limited to, the President, Vice President, Treasurer, Director of Membership, and General Board Members.

Section 1.04 Officers: The “Officers” shall mean upper-level management of the Corporation, including but not limited to the Chief Executive Officer, Chief Financial Officer, Chief Technical Officer, and Executive Administrator.

Section 1.05 Managers: The “Managers” shall mean mid-level management of the Corporation, including but not limited to the Office Manager, Chief Gardener, Animal Manager, Maintenance Manager, Executive Chef, Wellness Manager, Head Designer, Creative Manager, and Head of Marketing and Fundraising.

Section 1.06 Employees: The “Employees” shall mean individuals employed with and paid by the Corporation, including but not limited to Officers, Managers, and low-level staff. Directors are not employees unless employed as an Officer, Manager, or low-level staff in addition to (and separate from) their Directorship.

Section 1.07 Members: The “Members” shall mean individuals or corporations/entities who have applied for Membership following the process outlined in the Policy Manual and have been accepted by the Corporation for Membership and are currently on the Member Record with the Executive Administrator. Directors, Officers, managers, volunteers, and low-level staff are inherently Members. Members may be Active or Inactive, as outlined in Section 3.03.

Article II - PURPOSES, OBJECTIVES, & GOVERNING INSTRUMENTS

Section 2.01 Principal Office: The initial principal office of the Corporation shall be located at 723 Melody Lane, city of Edmonds, county of Snohomish, in the State of Washington 98020. The Corporation may also have offices at such other places as its business and activities may require and as the Board may designate.

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Section 2.02 Charitable, Scientific, Educational, and Religious Purposes and Powers: The purposes of the Corporation, as set forth with the Articles of Incorporation, are exclusively charitable, scientific, educational, or religious, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law ("Section 501(c)(3)"). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The Corporation may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable, scientific, educational, or religious purposes.

Section 2.03 Specific Purpose: The specific purpose of the Corporation is to develop a sustainable agriculture site that educates on resiliency techniques, self-sufficiency, and alternative housing operations. Indiscriminately, The Landerholmstead recruits individuals for work exchanges and provides food, housing, and other natural resources as payment for their services. Surpluses are donated to those in need. Through natural practices and fueled by permaculture philosophies, The Landerholmstead explores, educates, and provides resources for alternative living solutions that will last generations. Much of this social work involves encouraging behavioral changes that will result in a resilient and symbiotic future for people and the environment. It also requires reaching out to demographics that are often misunderstood: homeless, disabled, recovered addicts, former or current inmates, LGBTQIA, gender non-conforming, and those who wish to live an alternative lifestyle. By developing productive community farms, The Landerholmstead serves both global and local communities.

Section 2.04 Governing Instruments: The Corporation shall be governed by its Articles of Incorporation Bylaws, and the Policy Manual.

Section 2.05 Anti-Discrimination Declaration: The Landerholmstead will not practice or permit any unlawful discrimination on the basis of sex, gender identity, sexual orientation, age, race, color, national residence, religion, physical handicap or disability, or any other basis prohibited by law. Additionally, the Landerholmstead will not practice or permit any discrimination based on citizenship/residency status, socioeconomic status, or criminal record for Membership consideration. Further anti-discrimination details can be found in the Policy Manual.

Section 2.06 Limitations on Activities: No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions

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of any future federal tax law. Furthermore, in accordance with the Washington Nonprofit Corporation Act (Chapter 24.03 RCW), the Corporation shall not have or issue shares of stock; make any disbursement of income to its Members, Directors, or Officers; or loan any money or credit to its Directors or Officers.

- (a) Exceptions: The Corporation may provide the public or legislators with the results of any of its nonpartisan analysis, study, or research including independent and objective exposition of a particular subject matter, including educational materials. The materials may advocate a particular position, so long as they present sufficient facts to allow the audience to form independent conclusions. If the communication directly encourages the recipient to take action with respect to specific legislation, then it is excluded from this exception.

Article III - MEMBERSHIP

Section 3.01 Admission: An individual, for-profit or nonprofit corporation, a general or limited partnership, an association, or other entities may be a Member of the Corporation. Admission is subject to availability and completion of required Membership documents. The Membership Record and required documents will be maintained by the Executive Administrator.

Section 3.02 Requirements: Members shall not be required to pay dues, however there shall be optional levels of Membership requiring fees, as outlined in the Policy Manual.

Section 3.03 Active & Inactive Members: Once admitted, a Member may be listed as Active or Inactive on the Membership Record. Inactive Members may not vote or receive products or services from the Corporation. This status may be changed at any time by notifying the Executive Administrator, provided there is available space on the member roster (unless inactive because of probation as outlined in the Policy Manual).

Section 3.04 Meetings: Meetings of Members shall be held at an accessible and convenient location selected by the Director of Membership. A special meeting of Members may be called by Members having one-twentieth of the votes entitled to be cast at such meeting. There must be at least one annual meeting of the Members, which shall occur during the summer months (June - September), at which time the next Director of Membership shall be elected to represent the interests of the Members as outlined in Section 3.06, should such position become available prior to the next annual meeting of the Members. The current Director of Membership shall run all meetings. All other current Directors are required to attend, but do not facilitate or manage the meeting. Further, they shall only have voting rights if they are Active Members. The Executive Administrator will be responsible for taking and storing minutes of the annual meeting, however the Executive Administrator will neither be required to attend nor keep minutes for any special meetings. For any such meetings, the Members shall be responsible for recording

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minutes for the corporate record and passing them along to the Executive Administrator for filing.

Section 3.05 Quorum: At any meeting of the Members, one tenth of the Members on the Membership Record who are voting eligible shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Members present may adjourn the meeting to another time and place, without notice other than announcement at such meeting, until a quorum shall be present. A quorum, once attained, shall continue until adjournment despite any voluntary or involuntary withdrawal of enough Members to leave less than a quorum.

Section 3.06 Voting: A majority of entitled votes cast by Members present at a meeting at which quorum is present is necessary for any matter to be legally adopted. Members may take any action that may be taken at a meeting of the Members without a meeting if a consent, setting forth the action so taken, is executed by all of the Members entitled to vote with respect to the subject matter thereof. This unanimous consent may be carried out using mail or email. The written resolution (usually the consent is written as a resolution) with the signatures of the Members (or return email consents) is filed with the corporate minutes. For-profit or nonprofit corporations, general or limited partnerships, associations, or other entities who are Members are welcome to attend meetings of the Members but will only have one vote per entity, not one vote per individual. Additionally, entities, Directors, Officers, Managers, and all Members must abstain from voting on anything that may be considered a conflict of interest as defined in the Policy Manual. The Director of Membership shall not vote except to break a tie. Individuals or entities who are Members of the Corporation shall be voting eligible, provided the exceptions below do not apply. Each voting Member has the right, but no obligation, to one vote on each matter submitted to Members for a vote.

(a) Members who are listed as inactive in the Membership Record shall not have the right to vote.

(b) Members who are unable to communicate verbally, through sign language, writing, or other non-verbal mediums, shall not have the right to vote.

Section 3.07 Representation: The Members and their interests shall be represented on the Board by a Director of Membership, henceforth referred to as the DoM. The DoM shall objectively present conflicts, questions, or comments of Members to the Board for discussion and/or resolution. These conflicts, questions, or comments, may be presented to the DoM during the annual meeting of the Members. Any Member is welcome to communicate such topics to the DoM outside of this meeting, with the understanding that it may not be discussed and/or resolved until the next meeting of the Board, unless the DoM deems such topic requires an immediate response, at which time the DoM may call a special meeting of the Board. The DoM shall also be responsible for communicating any such discussions and/or resolutions back to the Members, although this need not be in person. Additionally, this communication need not go out to all Members if the discussion and/or resolution is not applicable to them.

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- (a) Voting Members have the right, but no obligation, to vote annually on the DoM. Such elections may be conducted by mail or electronic transmission. The DoM may be removed, with cause, by a two-thirds vote cast by Members having voting rights.
- (b) Members shall retain the right to communicate with the Board in the event that they do not feel their interests are being well represented by the DoM. Such Members must submit a written request to the Board, articulating such interests and proposing an action. The Board shall then decide to dismiss the issue or shall call such Members to meet with the Board to further discuss an appropriate resolution. If a conflict of interest may arise, the DoM may be excused from such meeting.
- (c) Removal: The DoM may be removed, with cause, by a two-thirds vote cast by Members having voting rights. Additionally, as outlined in Section 4.13, The DoM may be subject to removal by the Board.

Section 3.08 Participation by Video Conference: Members will be permitted to attend meetings by video conference or by proxy. Participation by video conference, other telecommunications in which the Member can clearly be heard, or proxy, shall constitute presence in-person at a meeting. Members not present at meetings may vote by written proxy submitted before or at the meeting to the Executive Administrator. Email votes may be accepted by the Executive Administrator, provided such email address can be confirmed with the Member Record.

Section 3.09 Notice of Meetings: Notice of the annual meeting of Members shall be given to each Member by the Executive Administrator via mail or email as it appears in the books of the Corporation at least one month before the date designated for such a meeting, specifying the place, adopted schedule, date, and hour of the meeting.

Article IV - DIRECTORS

Section 4.01 Qualifications: Directors must be individuals, legal adults, and U.S Citizens. Corporations or other entities may not serve as a Director. Any individual who is not prohibited by applicable law from being a director in a Washington state corporation is eligible to serve as a Director. Directors need not be residents of Washington state. Directors shall be sought who have experience or working interest in areas such as finance, real estate, human resources, nonprofits, permaculture, event management, and or/possess a specific skill necessary to chair and oversee the committees of the Corporation. Specific qualifications are further defined in Board Job Descriptions. The Corporation is committed to a policy of fair representation on the Board, which does not discriminate, in accordance with the Corporation's Anti-Discrimination Declaration.

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Section 4.02 Powers and Duties: Subject to the provisions of law, of the Articles of Incorporation, of these Bylaws, and of the Policy Manual, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation. Directors are required to perform duties in good faith, in a manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The Board of Directors is responsible for setting overall priorities and ensuring that resources are used wisely in pursuit of the organization's mission. The Board delegates the day-to-day responsibilities of operating the Corporation to employees, volunteers, or other Members. A Director must stay informed about the general affairs and finances of the Corporation. Directors shall examine financial statements regularly—at least quarterly—to ensure that the Corporation has adequate funds to pay its debts, and that those funds are being used to further the Corporation's mission and goals.

Section 4.03 Annual Meetings: Four meetings of the Board shall be held annually at such place and on such date and time as may be fixed with the Board: each occurring in a separate quarter of the year (January-March, April-June, July-September, and October-December). During such meetings, the Directors shall set policy, elect Directors (except the Director of Membership as outlined in Section 3.07) and the Chief Executive Officer if any such positions are vacant or opening prior to the next meeting, oversee and approve the budget, review programs, receive annual reports, form long-term plans and strategies, and transact other business as may be brought before the meeting. Meetings shall be open to the public to attend. The public shall be asked to leave during voting and Executive Sessions (see Section 4.22), and they shall not be permitted to vote. Concurrent with each meeting of the Board, the Board shall host a social event open to all Members and the general community.

Section 4.04 Number: The number of Directors constituting the entire Board shall be reviewed by the Board, but such number shall not be less than four (4) voting Directors. The Board must have a President, Vice President, Treasurer, and Director of Membership. The Board may create new Directorships as the Board deems necessary. One individual may hold two or more positions, however the position of President may not be held by the Executive Administrator. These positions will all be subject to the voting process outlined in Section 4.11.

Section 4.05 Election and Term of Office: The initial Directors of the Corporation shall be those persons specified in the Articles of Incorporation of the Corporation. The Board shall be self-perpetuating in that Directors (with the exception of the Director of Membership, as outlined in Section 3.07) will elect the Board Members. The initial Director of Membership shall be designated by the Board. Each Director shall hold office until the expiration of their term, as outlined below, and until such Director's successor has been elected and qualified, or until their death, resignation, or removal. The Board shall endeavor to stagger Director terms so that no

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more than one-third ($\frac{1}{3}$) of the Directors stand for election at any meeting. There are no limitations to consecutive elections for Directors.

- (a) The President shall serve a 36-month term, the last two months of which shall serve as a transition period.
- (b) The Vice President shall serve a 29-month term, the last month of which shall serve as a transition period.
- (c) The Treasurer shall serve a 20.5-month term, the last two weeks of which shall serve as a transition period.
- (d) The Director of Membership shall serve a 18.5 month term, the last two weeks of which shall serve as a transition period.
- (e) General Board Members shall serve a 12 month term, the last week of which shall serve as a transition period.

Section 4.06 Powers and Duties of President: The President is responsible for facilitating the effective action of the Board in governing and supporting the Corporation. The President sets the agenda for Board meetings (in partnership with the CEO) and leads Board meetings. Upon resolution by the Board, and not otherwise, the President may sign with the Executive Administrator, Treasurer, or any other proper authority as designated by the Board any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances, or contributions), except in cases where the signing and executing thereof is required by law to be otherwise signed and executed. The President conducts a yearly evaluation of each Director. The President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

Section 4.07 Powers and Duties of the Vice President: The Vice President assumes all responsibilities of the President in the event of the President's absence or an inability or refusal to act. When so acting, the Vice President shall have all the powers and be subject to all of the restrictions placed on the President. The Vice President appoints chairs of all standing and ad hoc committees of the Board. The Vice President leads the Treasurer, Director of Membership, and General Board Members in conducting a yearly evaluation of the President of the Board. The Vice President shall perform all duties incident to the office of Vice President and such other duties as may be assigned by the President or the Board.

Section 4.08 Treasurer: The Treasurer is responsible for managing the Board's review of, and action related to, the Corporation's financial health. The Treasurer shall have custody of and be responsible for appropriate fiscal controls on all funds and securities of the Corporation. The Treasurer ensures that comprehensive financial reports are made available to the Board on a frequent basis (at least quarterly), and identifies opportunities to strengthen the Board's ability to carry out its fiscal responsibilities. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board.

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Section 4.09 Director of Membership: The Director of Membership is responsible for representing the interests and concerns of the members to the Board. The Director of Membership organizes, presides over, and reports on the annual meeting of the members. The Director of Membership shall perform all duties incident to the office of Director of Membership and such other duties as may be assigned by the President or the Board.

Section 4.10 General Board Members: The General Board Member(s) support and sustain the work of The Landerholmstead, while providing governance and strategic fundraising support. The General Board Member(s) shall perform all duties incident to the office of General Board Member(s) and such other duties as may be assigned by the President or the Board.

Section 4.11 Additional Meetings: Special meetings of the Board may be called at any time by the President of the Board, by a majority of the Directors then in office, or a majority of the Officers of the Corporation. No business shall be transacted at a special meeting except that mentioned in the notice. Absence at special meetings shall not count towards the two absences required for involuntary resignation as required by Section 4.14.

Section 4.12 Notice of Meetings: Notice of any regular meeting of the Board shall be given to each Director via email or text message as it appears in the books of the Corporation twice: at least one month and no less than two weeks before the date designated for such a meeting, specifying the agenda, place, date, and hour of the meeting. Such information shall also be provided on public notice Boards for the Members to see during the same timeframe outlined above, so that Members have the option to attend. Notice of any special meeting of the Board shall be given to each Director via email or text message as it appears in the books of the Corporation at least two business days (Saturdays, Sundays, and legal U.S holidays not being considered business days for the purpose of these Bylaws) before the date designated for such meeting specifying the agenda, place, date, and hour of the meeting.

Section 4.13 Compensation: Directors shall not be compensated monetarily or otherwise for service on the Board. However, the Corporation will accept reimbursement requests from Directors for expenses incurred during the performance of Board duties, including attendance at Board-authorized meetings and conferences. Reimbursement shall not become available until the Corporation has sufficient funds to cover such expenses, and retroactive reimbursement shall not be available. Reimbursement shall not include luxury travel or spouses, as these are considered excess benefit transactions. To prevent inference of excess benefit transactions with a disqualified person, the Corporation will follow these guidelines when transacting with a potential disqualified person:

- (a) The transaction must be approved by the Board or a committee comprised entirely of individuals who are not themselves disqualified persons with regard to the transaction and are not related to or controlled by a disqualified person.
- (b) The Board or committee must rely on appropriate comparability data. If the transaction involves the purchase or sale of property, an independent appraisal is

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appropriate. Where the transaction involves the payment of Officers, the Board or committee should obtain a carefully tailored compensation survey that considers a variety of factors such as geographic location, the size of the Corporation, relevant experience, and comparability of services. If the Corporation's annual gross receipts are less than \$1 million, comparability data regarding compensation is appropriate if consisting of three comparable organizations in the same or similar community for similar services.

- (c) The Board or committee must document the basis for its decision with minutes. The written documentation must include the terms of the transaction, date it was approved, the Members of the Board or committee who were present, the comparability data obtained and how it was relied on, and action taken by anyone who is a Member of the Board or committee who had a conflict of interest.

Section 4.14 Quorum: At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting to another time and place, without notice other than announcement at such meeting, until a quorum shall be present. A quorum, once attained, shall continue until adjournment despite any voluntary or involuntary withdrawal of enough Directors to leave less than a quorum.

Section 4.15 Voting: At all meetings of the Board, each Director shall have one vote. If one person holds two or more positions, they shall still only have one vote. In the event that there is a tie in any vote, the President shall have one additional vote to be the tie-breaker. The following voting subjects will require additional votes instead of a majority vote in order to pass:

- (a) Merger or dissolution of the Corporation (see Section 11.01)
- (b) Removal of a Director (see Section 4.13)
- (c) Amendments to the Articles of Incorporation or Bylaws (see Section 12.01)

Section 4.16 Action Without a Meeting: Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Members of the Board or any such committee unanimously consent in writing to the adoption of a resolution authorizing the action. These consents can be communicated via mail or email. The resolution and the written consents thereto by the Members of the Board or any such committee shall be filed with the minutes and proceedings of the Board or such committee.

Section 4.17 Removal: Any Director may be removed, with cause, by a two-thirds vote of the Board provided there is quorum present at the meeting at which such action is taken. Additionally, The DoM may be removed by the Members according to Section 3.07.

Section 4.18 Resignation: Any Director may resign from office at any time by delivering a written resignation to the Board. The acceptance of the resignation, unless in conflict with other terms of the Bylaws, shall not be necessary to make the resignation effective. A Director who is

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absent without notice for two meetings shall be deemed to have involuntarily resigned from the Board. Directors who are involuntarily resigned or removed per Section 4.17 are not eligible to run for future directorships.

Section 4.19 Vacancies: Any newly created Directorships and any vacancy on the Board or committees arising at any time and from any cause may be filled by a majority vote at any Directors' meeting. If the number of Directors in office is less than the minimum required by these bylaws, a vacancy may be filled without quorum or by appointment by the sole remaining Director. Directors elected to fill a vacancy shall hold office for the unexpired term of their predecessors.

Section 4.20 Committees: The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors standing or ad hoc committees, each consisting of three or more committee Members (at least two of whom must be Directors), to serve at the pleasure of the Board, and each of which to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate Members of any such committee, who may replace any absent Members at any meeting of such committee. The Board may solicit and approve participation by Members or the general public. A Director shall chair every committee. Committee chairs shall perform all duties incident to their office as determined by the President, Vice President, or Board. Committee decisions or recommendations must be approved by the Board prior to enactment.

- (a) The designation or appointment of a committee and delegation to it of authority shall not operate to relieve the Board or any Director of any responsibility imposed by law. The Board and individual Directors remain ultimately responsible for duties imposed by law.
- (b) No committee shall have the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any Member of such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or consolidation with another organization; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the Corporation's assets; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee.
- (c) Standing committees shall include a Board Development Committee, a Finance/Fundraising Committee, and a Program Committee.

Section 4.21 Participation by Video Conference: Any one or more Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a video conference or similar telecommunication equipment allowing all persons participating

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in the meeting to hear each other at the same time. Participation by such means shall constitute presence in-person at a meeting.

Section 4.22 Executive Session: The President or a majority of the Board in attendance at a meeting where quorum has been established may cause the Board to go into Executive Session for the purposes of considering issues deemed sensitive and/or confidential, such as but not limited to resolution of personnel matters, property acquisition, and communication with legal counsel. Records of proceedings of Executive Sessions shall be held confidential to the Board unless it is agreed upon by a vote of the Board to release specific records or information related to proceedings, information, or actions that occurred in an Executive Session. The Executive Administrator shall be the only non-Board individual permitted to attend Executive Session - unless such Executive Session involves sensitive and/or confidential information related to the Executive Administrator - for the purpose of maintaining confidential records of Executive Sessions. The Board may permit by a majority vote that others be allowed to attend, observe, and/or participate in an Executive Session.

Section 4.23 Emergency Provision: If, at any time, there are fewer Directors holding office than the minimum number required by Section 4.04, or one or more of the positions reserved to a Director with particular qualifications is temporarily vacant, the Board may nevertheless continue to act as the governing body of the Corporation without any reservation or restriction on its power to act.

Article V - OFFICERS

Section 5.01 Number & Qualifications: Officers must be individuals, legal adults, and U.S Citizens. There shall be four (4) Officers of the Corporation: the Chief Executive Officer, a Chief Financial Officer, Chief Technical Officer, and an Executive Administrator. The same person may hold more than one office, except that the same person may not simultaneously be Chief Executive Officer and Executive Administrator. Directors shall be allowed to serve as Officers. The Board may appoint other Officers as deemed desirable. Such Officers shall serve for such period as the Board may designate. Specific qualifications are further defined in job descriptions.

Section 5.02 Hiring & Terms of Office: The Chief Executive Officer shall be hired by the Board. The Chief Financial Officer, Chief Executive Officer, and Executive Administrator shall be hired by the Chief Executive Officer. All Officers shall hold office until such Officer's successor has been elected or appointed and qualified, unless such Officer has been removed or has resigned as provided in Sections 5.09 and 5.10.

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Section 5.03 Vacancies: Any vacancy occurring in any office, whether because of death, resignation, removal with cause, or any other reason, shall be filled by the Board until such position can be filled permanently.

Section 5.04 Powers and Duties of the Chief Executive Officer: The Chief Executive Officer, henceforth referred to as the “CEO”, working in collaboration with the Board, assumes all responsibility for overall organizational leadership, visioning, and long-range planning, as well as Board development. The CEO Reports to the Board and shall receive a formal evaluation from the Board on an annual basis. The CEO shall conduct formal, yearly evaluations for the other Officers. The CEO is responsible for facilitating the effective action of the Board in governing and supporting the Corporation. The CEO shall collaborate with the President to set agendas for Board meetings and shall preside as an ex officio, non-voting Member at all meetings of the Board (unless the CEO is additionally a Director, in which case the CEO will be eligible for voting except on matters as outlined below). The CEO shall serve on the Board Development Committee. The CEO shall have such other powers and shall perform such other duties as may be assigned to the CEO by the Board or President, including, but not limited to, those outlined in the CEO job description.

- (a) The CEO shall abstain on all matters related to the Board’s personnel functions (such as setting the compensation for the Chief Executive Officer) as well as on other matters where a potential conflict of interest may exist, in accordance with the Conflict of Interest Policy in the Policy Manual.

Section 5.05 Powers and Duties of the Chief Financial Officer: The Chief Financial Officer, henceforth referred to as the “CFO”, shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the CFO shall render a statement of the cash and other accounts of the Corporation. The CFO shall prepare monthly financial statements and forward, upon completion, such statements to the Treasurer and the CEO for review, as well as the Executive Administrator for filing. The CFO shall regularly enter full and accurate accounts of the Corporation’s receipts and disbursements into the books and records of the Corporation. Furthermore, the CFO shall identify opportunities to strengthen the Board’s ability to carry out its fiscal responsibilities. The CFO shall exhibit the books and accounts to any Director during business hours at the principal office of the Corporation. The CFO shall serve on the Board’s Finance and Fundraising Committee. The CFO shall conduct formal, yearly evaluations for the Head of Marketing & Fundraising. The CFO shall have such other powers and shall perform such other duties as may be assigned to the CFO by the Board, President, or CEO, including, but not limited to, those outlined in the CFO job description.

Section 5.06 Powers and Duties of the Chief Technical Officer: The Chief Technical Officer, henceforth referred to as the “CTO”, shall assume responsibilities of the CEO during any absence. The CTO shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments, and other documents as the Board may direct. The CTO shall run and supervise weekly manager meetings, and shall complete a report of each meeting to be

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filed with the Executive Administrator. The CTO shall conduct formal, yearly evaluations for the Creative Director, Executive Chef, Chief Gardener, Animal Manager, Maintenance Manager, and Wellness Manager. The CTO shall have such other powers and shall perform such other duties as may be assigned to the CTO by the Board, President, or CEO including, but not limited to, those outlined in the CTO job description.

Section 5.07 Powers and Duties of the Executive Administrator: The Executive Administrator, henceforth referred to as the "EA", shall be responsible for maintaining corporate records. The EA shall attend all meetings of the Board and the annual meeting of the Members so that he/she can record and keep the minutes. The EA shall be the custodian of, and shall make or cause to be made the proper entries in, the minutes of the Corporation and such books and records as the Board may direct. The EA shall be responsible for determining vacancy for new Member admission, as well as for maintaining the Membership Record and all Membership documents. Additionally, the EA shall ensure that meeting notices are duly given in accordance with provisions in the Bylaws. The EA shall conduct formal, yearly evaluations for the Office Manager. The EA shall have other such powers and shall perform other such duties as may be assigned to the EA by the Board, President, or CEO including, but not limited to, those outlined in the EA job description.

Section 5.08 Delegation: In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time delegate all or any part of the powers or duties of any Officer to any other Officer or Officers or to any Director or Directors.

Section 5.09 Removal: Any Officer may be removed from office at any time, with cause, by a vote of a majority of the Directors then in office at any meeting of the Board. Any Officer may also be removed from office at any time, with cause and proper documentation, by the CEO.

Section 5.10 Resignation: Any Officer may resign from office at any time. In order to be eligible for rehire or recommendation, such Officer must give notice of resignation 30 days in advance of such Officer's last anticipated day of work. Resignation must be made in writing and shall take effect immediately without acceptance by the Corporation.

Article VI: MANAGERS

Section 6.01 Number & Qualifications: Managers must be individuals, legal adults, and U.S Citizens. There shall be eight (8) Managers of the Corporation: Office Manager, Creative Director, Executive Chef, Chief Gardener, Animal Manager, Maintenance Manager, Head of Marketing & Fundraising, and Wellness Manager. The same person may hold one or more Managerial positions. The Board or CEO may create other permanent or temporary managerial positions as deemed desirable. Specific qualifications are further defined in job descriptions.

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Section 6.02 Hiring & Terms of Office: Officers shall be responsible for hiring managers that are under their chain of command. The EA shall be responsible for hiring the Office Manager. The CTO shall be responsible for hiring the Chief Gardener, Animal Manager, Maintenance Manager, Executive Chef, Wellness Manager, and Creative Director. The CFO shall be responsible for hiring the Head of Marketing & Fundraising. All Managers shall hold their position until such Manager's successor has been appointed and qualified, unless such Manager has been removed or has resigned as provided in Sections 6.13 and 6.14.

Section 6.03 Powers & Duties: All Managers oversee departmental operations and supervise the individuals within their respective departments. All Managers shall be required to attend, report at, and actively participate in a weekly manager meeting, facilitated by the CTO. All Managers shall maintain responsibility for the effective management of their respective department, budget, programs, and employees. Managers shall conduct formal yearly evaluations of their employees. All Managers shall prepare a monthly budget for their department. Further powers and duties are outlined in Manager job descriptions.

Section 6.04 Powers & Duties of the Office Manager: The Office Manager shall be responsible for maintaining employee and member files, employee payroll, and resolving human resource conflicts or concerns. The Office Manager shall be custodian of the Corporation's insurance information and correspondence. The Office Manager shall perform all other duties as assigned, including, but not limited to, those in the Office Manager job description.

Section 6.05 Powers & Duties of the Creative Director: The Creative Director shall be responsible for overseeing the Corporation's creative endeavors, some of which must be income-generating, including but not limited to textiles, landscape design, and activities. The Creative Director oversees the Permaculture Design & Installation team, who shall suggest property design priorities to the Board. The Creative Director shall be responsible for organizing and facilitating one large event per year. The Creative Director is required to serve on the Program Committee. The Creative Director shall perform all other duties as assigned, including, but not limited to, those in the Creative Director job description.

Section 6.06 Powers & Duties of the Executive Chef: The Executive Chef shall be responsible for overseeing the Corporation's culinary endeavors, some of which must be income-generating, including but not limited to restaurants, value-added food production, and Farmer's Markets. The Executive Chef shall be responsible for planning and organizing the activities of the kitchen to provide quality food, enable efficient service, and ensure a sanitary environment. The Executive Chef develops seasonal, fresh menus with whatever food is available daily. The Executive Chef plans, coordinates, and prepares special meals and performs food demonstrations as required. The Executive Chef shall perform all other duties as assigned, including, but not limited to, those in the Executive Chef job description.

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Section 6.07 Powers & Duties of the Chief Gardener: The Chief Gardener shall be responsible for the planning, implementation, and sustainable management of the Corporation's cultivated plants and fungi. This includes, but is not limited to vegetable gardens, pollinator gardens, biodynamic preparations, and plant nursery. The Chief Gardener shall be custodian of the Corporation's Seed Bank and endangered plants. The Chief Gardener shall perform all other duties as assigned, including, but not limited to, those in the Chief Gardener job description.

Section 6.08 Powers & Duties of the Animal Manager: The Animal Manager shall be responsible for the ethical management of the Corporation's mammals, insects, and related assets. The Animal Manager shall oversee forage/fodder systems, breeding, slaughter, and fertilizer management. The Animal Manager shall perform all other duties as assigned, including, but not limited to, those in the Animal Manager job description.

Section 6.09 Powers & Duties of the Maintenance Manager: The Maintenance Manager shall be responsible for acquisition and upkeep of the Corporation's energy-related assets, including, but not limited to greywater/rainwater systems, photovoltaic systems, waste management, and construction. The Maintenance Manager shall oversee sustainable transportation efforts and the creation and upkeep of aquaponics systems. The Maintenance Manager shall perform all other duties as assigned, including, but not limited to, those in the Maintenance Manager job description.

Section 6.10 Powers & Duties of the Head of Marketing & Fundraising: The Head of Marketing & Fundraising shall be responsible for the Corporation's publications, promotional, and fundraising efforts. This includes, but is not limited to, facility tours, social media, the Corporation's blog/website, grant applications, and print materials. The Head of Marketing & Fundraising shall perform all other duties as assigned, including, but not limited to, those in the Head of Marketing & Fundraising job description.

Section 6.11 Powers & Duties of the Wellness Manager: The Wellness Manager directs the Corporation's wellness efforts and participates in employee and member development. The Wellness Director plans, organizes, and gives quality, holistic care that meets community needs and utilizes homegrown and/or home-processed resources. The Wellness Manager shall perform all other duties as assigned, including, but not limited to, those in the Wellness Manager job description.

Section 6.12 Delegation: In case of the absence of any Manager, or for any other reason that the Officers may deem sufficient, the Officers may delegate all or any part of the powers or duties of any Manager to any other Manager or Managers, to any Officer or Officers, or to any Director or Directors.

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Section 6.13 Removal: Any Manager may be removed from employment, with cause and proper documentation, by the Officers, in conjunction with the Office Manager and in accordance with the Policy Manual.

Section 6.14 Resignation: Any Manager may resign from employment at any time. In order to be eligible for rehire or recommendation, such Manager must give notice of resignation 30 days in advance of such Manager's last anticipated day of work. Resignation must be made in writing and shall take effect immediately without acceptance by the Corporation.

Article VII: ORDER OF BUSINESS

Section 7.01 Order of Business: All official Corporation meetings including those of Members, Managers, Officers, and Directors shall follow Robert's Rules of Order, Newly Revised 11th Edition. Robert's Rules shall be consulted whenever necessary to ensure order is maintained. As such, meetings shall be run in the following format:

- (a) Call to Order
- (b) Corrections to Last Minutes
- (c) Approval of Last Minutes
- (d) Manager/Officer/Director Reports
- (e) Standing Committee Reports
- (f) Ad Hoc Committee Reports
- (g) Old Business
- (h) New Business
- (i) Announcements
- (j) Motion to Adjourn

Section 7.02 Voting: In voting processes, Directors, employees, or Members with the right to vote may choose to vote for ("in favor"), against ("dissent"), or not vote ("abstain").

Article VIII - BANK ACCOUNT, CHECKS, CONTRACTS, AND INVESTMENTS

Section 8.01 Bank Accounts, Checks, and Notes: The Board is authorized to select the bank or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness. A record of those authorized shall be maintained by the EA.

Section 8.02 Contracts: The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general

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or confined to specific instances. Unless so authorized by the Board and recorded by the EA, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 8.03 Investments: The funds from the Corporation may be retained in whole or in part or be invested and reinvested from time to time in such property, real, personal or otherwise, or bonds or other securities as the Board may deem necessary for the furtherance of the Corporation's mission.

Section 8.04 Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Director or Officer.

Section 8.05 Deposits: All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as determined by the Board.

Section 8.06 Gifts: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for any purpose of the Corporation. The Board may not accept gifts for personal use or gain that are designated for the use and gain of the Corporation.

Article IX: ADMINISTRATION

Section 9.01 Fiscal Year: The fiscal year shall be the calendar year.

Section 9.02 Books & Records: The Corporation shall keep correct and complete books and records of accounts; minutes of the meetings of the Board, committees, and Members; and, at its registered office, the names and addresses of the Directors, Officers, and Members. All books shall be open for public inspection for any proper purpose at any reasonable time, excluding personal information and contact information not required for fulfillment of such proper purpose. Public documents shall also be made available on the Corporation's website.

Section 9.03 Corporate Records: The Executive Administrator shall maintain meeting minutes taken at scheduled meetings of the Members and meetings of the Board. No other Officer, Director, or Member may edit these minutes. Such persons are welcome to make suggestions of edits, omissions, or additions, which shall be subject to the discretion of the EA. The CEO shall maintain meeting minutes at Officer meetings, which shall be stored by the EA and with other corporate records. The CTO shall maintain meeting minutes at weekly Manager meetings, which shall be stored by the EA and with other corporate records. In addition to being

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accessible through the EA, meeting minutes shall be posted online by the Marketing and Fundraising Department for public viewing.

Article X - MERGER OR DISSOLUTION

Section 10.01 Voting Process: Merger or Dissolution shall only be permitted with a 75% approval vote from both the Board and the Members.

Section 10.02 Merger: The Corporation may be merged with another organization, provided that such organization shall be able to comply with the Corporation's Articles, Bylaws, Policy Manual, and the IRS's 501(c)(3) code. A merger shall only be considered of like-minded organizations that shall be mutually beneficial to the Corporation and the organization. No merger shall be considered that compromises the Corporation's charitable or nonprofit status.

Section 10.03 Dissolution: The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board and the Members that is consistent with the Articles of Incorporation, WA state law, and federal law. Upon dissolution, any net assets of the Corporation shall be distributed in accordance with the provisions of the Articles of Incorporation.

Article XI - AMENDMENTS

Section 11.01 Amendments: These Bylaws may be altered, amended, added to, or repealed following the process outlined below, given that these alterations, amendments, additions, or repeals are in agreeance with local and federal law, IRS 501(c)(3) requirements or corresponding provisions of any future federal tax codes, and the Washington Nonprofit Corporation Act.

- (a) To amend the Articles of Incorporation or Bylaws, the Board first passes a resolution by two thirds approving the proposed amendment and directing a vote of the Members. The Board may propose such amendment at a regular meeting of the members, a special meeting of the Members, or via written resolution.
- (b) The Members of the Corporation then vote on the proposed amendment to the Articles of Incorporation or Bylaws in accordance with the Bylaws. The proposed amendment must receive a vote of two thirds of the Members present at a meeting in which there is quorum or two thirds of all Active Members if using a written resolution.

Section 11.02 Submissions: Members and Directors may make submissions of amendments to the Board in writing using a Bylaw Amendment Request form.

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- (a) Exceptions: Any amendment that decreases the number of Directors cannot shorten the term of any current Director.

Section 11.03 Active Date: Amendments to the Articles of Incorporation will be considered active and updated upon the date that they are accepted by the Secretary of State. Amendments to the Bylaws will be considered active and updated upon the vote to approve them by the Members.

Article XII - CONSTRUCTION

Section 12.01 Construction: In the case of any conflict between the Articles of Incorporation of the Corporation and these Bylaws, the Articles of Incorporation shall determine the direction for resolution.

These Bylaws were adopted at a meeting of the Board of Directors of The Landerholmstead on September 11, 2018.

(President of the Board)

(Vice President of the Board)

(Treasurer)

(Director of Membership)

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(Executive Administrator)

(General Board Member)

(General Board Member)

(General Board Member)

(General Board Member)